

RECORDATION NO. 26207-A FILED

JUN 08 '10 -4 00 PM

SURFACE TRANSPORTATION BOARD

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June 8, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Railcar Lease, dated as of May 28, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement for Schedule No. 1 previously filed with the Board under Recordation Number 26207.

The names and addresses of the parties to the enclosed document are:

Assignor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, OR 97035

Assignee: Midwest Railcar Corporation
4949 Autumn Oaks Drive
Maryville, IL 62062

[Lessee: The Goodyear Tire & Rubber Company
2000 Goodyear Drive
Houston, Texas 77017]

Section Chief
June 8, 2010
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A description of the railroad equipment covered by the enclosed document is:

72 railcars within the series OTDX 6005 - OTDX 6174 as more particularly set forth in the attachment to the document.

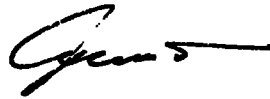
A short summary of the document to appear in the index is:

Memorandum of Assignment of Railcar Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE JUN 08 '10 -4 00 PM
(Surface Transportation Board)

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this "Memorandum") dated as of May 28, 2010 is between GREENBRIER LEASING COMPANY LLC (the "Assignor") and MIDWEST RAILCAR CORPORATION (the "Assignee").

The parties to this Memorandum hereby acknowledge and confirm the following:

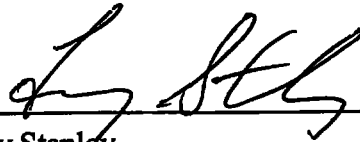
A. The Assignor, as lessor, has leased to The Goodyear Tire & Rubber Company, as lessee (the "Lessee"), seventy-two (72) railcars identified on Schedule 1 attached hereto (the "Railcars") under that certain Schedule No. 1 dated as of February 15, 2005, to that certain Lease Agreement dated as of February 15, 2005, by and between Assignor, as lessor, and Lessee, as lessee (collectively, the "Lease").

B. The Assignor, as assignor, and the Assignee, as assignee, are parties to that certain Assignment of Lessor's Interest in Lease, dated as of even date herewith, pursuant to which the Assignor has assigned to the Assignee the rights of "Lessor" under the Lease. The terms of the assignment are more particularly set forth in the above-referenced Assignment of Lessor's Interest in the Lease.

C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

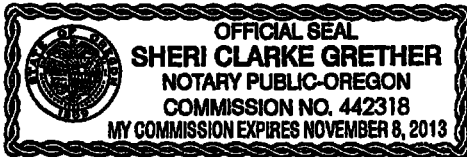
IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.


GREENBRIER LEASING COMPANY LLC,
as Assignor

By: 
Larry Stanley
Vice President

STATE OF OREGON)
) SS:
COUNTY OF CLACKAMAS)

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of Clackamas this 26 day of May, 2010 by Larry Stanley, as Vice President of Greenbrier Leasing Company LLC, an Oregon limited liability company.




Notary Public
My commission expires: November 8, 2013

[Notarial Seal]

DESCRIPTION OF RAILCARS

Seventy-two (72) 51-foot, 100-ton, special purpose flatcars, each built by Thrall from 1972 to 1973 and bearing the following reporting marks and numbers:

Mark	Number	Mark	Number	Mark	Number	Mark	Number
OTDX	6005	OTDX	6045	OTDX	6088	OTDX	6125
OTDX	6010	OTDX	6047	OTDX	6092	OTDX	6128
OTDX	6012	OTDX	6052	OTDX	6094	OTDX	6129
OTDX	6015	OTDX	6053	OTDX	6097	OTDX	6131
OTDX	6016	OTDX	6057	OTDX	6099	OTDX	6132
OTDX	6020	OTDX	6061	OTDX	6100	OTDX	6133
OTDX	6021	OTDX	6062	OTDX	6101	OTDX	6136
OTDX	6022	OTDX	6063	OTDX	6102	OTDX	6137
OTDX	6024	OTDX	6067	OTDX	6103	OTDX	6138
OTDX	6025	OTDX	6069	OTDX	6104	OTDX	6147
OTDX	6030	OTDX	6070	OTDX	6106	OTDX	6154
OTDX	6032	OTDX	6071	OTDX	6107	OTDX	6156
OTDX	6035	OTDX	6072	OTDX	6113	OTDX	6158
OTDX	6037	OTDX	6074	OTDX	6114	OTDX	6159
OTDX	6040	OTDX	6075	OTDX	6115	OTDX	6164
OTDX	6041	OTDX	6077	OTDX	6119	OTDX	6165
OTDX	6043	OTDX	6081	OTDX	6122	OTDX	6169
OTDX	6044	OTDX	6085	OTDX	6124	OTDX	6174

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

JUNE 8, 2010



Robert W Alvord